

PURCHASER CERTIFICATION OF COMPLIANCE WITH
AGREEMENT AND COVENANT NOT TO SUE

Robert W. Richards
Office of Regional Counsel
U. S. Environmental Protection Agency, Region 7
11201 Renner Boulevard
Lenexa, Kansas 66219

Re: Purchaser Request for Transfer of Covenant Not to Sue
Prier Brass Superfund Site, Kansas City, Missouri
Docket No. VII-96-F-0028

Dear Mr. Richards:

In accordance with paragraph 34 of the Agreement and Covenant Not to Sue, Docket No. VII-96-F-0028 ("Agreement"), the undersigned party ("Purchaser") hereby requests that the U.S. Environmental Protection Agency transfer the Covenant Not to Sue currently provided by the United States to Manchester Transfer LLC to new Purchaser, C Rae Properties LLC. The Agreement was originally entered into by and between EPA and CST, L.L.P. concerning the real property known as the Prier Brass Superfund Site, encompassing approximately eleven (11) acres, located at 7801 Truman Road in Kansas City, Missouri, ("Property") the effective date of which was June 16, 1997, and transferred to Manchester Transfer LLC in 2004.

Purchaser acknowledges that it has reviewed the Agreement including any modification and notices thereto. Pursuant to paragraph 36, Parties Bound/Transfer of Covenant, Purchaser hereby agrees and certifies that it will comply with the terms of the Agreement and with the Declaration of Covenants and Restrictions restricting land uses at the Site.

Purchaser also certifies that:

1. Purchaser has not caused or contributed to the release or threat of release of any Existing Contamination, as that term is defined in the Agreement;
2. Purchaser will not use the Property in any manner that could cause or contribute to the migration or release of Existing Contamination;
3. Purchaser will permit access to the Property as set forth in paragraph 20 of the Agreement;
4. Purchaser will exercise due care at the Site and cooperate with the EPA as set forth in paragraph 23 of the Agreement;
5. Purchaser will not interfere with response actions taken on or around the Property; and
6. Purchaser agrees to be bound by and subject to the terms of the Agreement, and will act consistently with the terms of the Agreement and Declaration of Covenants and Restrictions.

By submission of this letter to the EPA, signed by a person authorized to bind the party making this request for transfer of the covenant not to sue, C Rae Properties LLC is requesting that the EPA agree to the transfer of the covenant not to sue currently held by Manchester Transfer LLC (and formerly by CST, L.L.P.) which provides the rights and benefits set forth in Section VIII., United States' Covenant Not to Sue. If at any time the EPA determines that the Purchaser's Certification is materially inaccurate or incomplete, the Covenant Not to Sue shall be null and void and the United States and the EPA reserve any and all rights they may have.

The EPA has agreed to review this request for transfer of the Covenant Not to Sue referenced above and will send notification of its unreviewable decision to the requester by returning a copy of this letter with the EPA's approval or disapproval noted below.

Notices and submissions required under the Agreement shall be sent to the following contact person(s):

Michael Garton
C Rae Properties LLC
9400 N. Wayne Street
Kansas City, Missouri 64155.

So Acknowledged and Agreed:

Michael Garton Date: 12-4-12
Michael Garton
Title: OWNER
C Rae Properties LLC

EPA Approval: ☒ EPA Disapproval: ☐

Cecilia Tapia Date: 12/19/12
Cecilia Tapia
Director
Superfund Branch
EPA Region 7